

October 19, 2006

**To:** LCOG Executive Committee

**From:** George Kloeppe

**Subject:** LCOG Bylaws Amendments

At the Board's September meeting, two possible changes in the agency's Bylaws were presented. Each addressed an aspect of the procedural changes that were implemented last February as an "experiment." The required 30-day notice to the Board regarding proposed amendments will need to go out during the second week in November, and formal adoptive action could be taken to amend the Bylaws at the Board's December 14 meeting.

The Committee is asked to offer a recommendation to adopt the proposed changes OR to continue the procedural modifications for another year under the rubric of experimentation. The following language was included in the report to the Board in September:

### **Proposed Changes:**

Election of Officers The current Bylaws call for the appointment of a Nominating Committee in September, and an election of a Chair and Vice Chair in December. A newly elected Chair would be expected to make four Executive Committee appointments "immediately following the election" or at the next regular meeting. That schedule has proved difficult and has at times resulted in a significant delay in the formation of the new year's Executive Committee.

The proposed amendment would have the Nominating Committee appointed in June, an election of the Chair and Vice Chair conducted in September, and the formation of the Executive Committee confirmed in December. The new officers and Executive Committee would still assume their respective duties at the beginning of the calendar year. Text for the first paragraph of the revised Section 5 of the Bylaws would read as follows:

#### **5. Officers**

Nomination and Election: At the regular June Board meeting of each calendar year, the Chair of the Board of Directors appoints a Nominating Committee, comprised of not less than three members of the

Board, and seeks Board confirmation, by motion, of that appointed body. At the regular September Board meeting, the Nominating Committee places in nomination the names of Board members for the positions of Chair and Vice Chair. Further nominations from the Board members present are sought, and an election held for the positions of Chair and Vice Chair. All duly designated voting members of the LCOG Board of Directors, including present and past office holders, are eligible to be nominated and elected to office. Officers elected at the September meeting assume their respective duties as of January 1.

Composition of Executive Committee The current Bylaws call for a six-member Committee, with the two elected officers joined by four additional Board members appointed by the Chair. The “experiment,” approved last February expanded the Committee by adding two Board members, elected by the full body, thus creating an eight-member Committee. The expanded, eight-member, Committee would include the Chair’s four appointees and four members elected by the Board (two officers and two additional Board members). Under the proposed amendment, the text for the first paragraph of the revised Section 6 of the Bylaws would read as follows:

#### **6. Executive Committee**

Composition and Appointment: Under the provisions of the LCOG Charter and Agreement (Article VI), the Executive Committee is comprised of eight Board members: The Chair and the Vice Chair and four additional Board members, appointed by the Chair and ratified by the Board, so that the Committee’s composition is representative of general purpose governments, special districts and member agencies from among the coastal jurisdictions, plus two additional Board members elected by the Board of Directors at the regular December meeting of each calendar year. The Chair shall appoint and seek ratification of the four appointed Committee members at the regular December meeting. Also at that meeting, nominations will be sought and an election conducted for two additional members of the Executive Committee.

A copy of the existing Bylaws is attached for reference.